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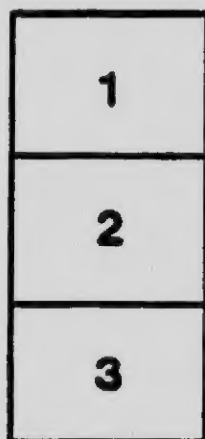
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Prospectus
OF THE
National Oil & Gas Company
Limited

NON-PERSONAL LIABILITY

*Incorporated under "The Companies Ordinance" and
Amendments thereto.*



This Prospectus has been Filed with the
Registrar of Joint Stock Companies

*Head Office, 404 Maclean Block
Calgary, Alberta*

Prospectus

—OF—

National Oil & Gas Company, Ltd.

(Non-Personal Liability)

"Incorporated in Canada under the laws of the Province of Alberta"

Capital \$1,000,000

Divided into 1,000,000 Shares of \$1.00 each

DIRECTORS

C. Warren Rice, President, Managing Director
Broker, Calgary, Alberta.

J. W. Burbridge, Vice-President
Contractor, Calgary, Alberta.

C. T. Holm, Secretary-Treasurer
Printer, Calgary, Alberta

Ernest Campbell
Driller, Calgary, Alberta

Richard Bate
Solicitor, Calgary, Alberta

J. J. Macdonald
Barrister, Calgary, Alberta

BANKERS

Royal Bank of Canada

SOLICITOR

J. J. Macdonald

REGISTERED OFFICE

404 Maclean, Block, Calgary, Alta.

PROSPECTUS

The Contents of the Memorandum and the names, occupations and addresses of the signatories and the number of shares subscribed by them respectively, are as follows:

1. The name of the Company shall be NATIONAL OIL & GAS COMPANY, LIMITED, (Non-personal liability).

2. The head office of the Company shall be at the City of Calgary in the Province of Alberta.

3. The objects for which the Company is established are:

(a) To obtain by purchase, lease, hire, discovery, location or otherwise, and hold within the Province mines, mineral claims, mineral leases, prospects, mining lands and mining rights of every description, and to work, develop, operate and turn the same to account, and to sell or otherwise dispose of the same or any of them, or any interests therein.

(b) To dig for, raise, crush, wash, smelt, assay, analyze, reduce, amalgamate and otherwise treat gold, silver, copper, lead, ores or deposits and other minerals and metallic substances and compounds of all kinds, whether belonging to the Company or not, and to render the same merchantable and to buy, sell and deal in the same or any of them.

(c) To carry on the business of a mining, smelting, milling and refining company in all or any of its branches.

(d) To acquire by purchase, lease, hire, exchange or otherwise, such timber lands or leases, timber claims, licenses to cut timber, surface rights, and right-of-way, water rights and privileges, mills, factories, furnaces for smelting and treating ores and refining metals, buildings, machinery, plant or other real or personal property as may be necessary for or conducive to the proper carrying out of any of the objects of the Company.

(e) To construct, maintain, alter, make, work and operate on the property of the Company, or on property controlled by the Company, any canals, trails, roads, ways, tramways, bridges and reservoirs, dams, flumes, race and other ways, watercourses, aqueducts, wells, wharves, piers, furnaces, saw-mills, fishing works, smelting works and condensing works, hydraulic works, electrical works and appliances, warehouses, buildings, machinery plant, stores and other works and conveniences which may seem conducive to any of the objects of the Company, and, with the consent of the shareholders in general meeting, to contribute to, subsidize or otherwise aid or take part in any such operation though constructed and maintained by any other Company or persons outside of the property of the Company, and to buy, sell, manufacture and deal in all kinds of goods, stores, implements, provisions, chattels and effects required by the Company or its workmen and servants.

(f) To build, acquire, own, charter, navigate and use steam and other vessels for the purpose of the Company.

(g) To take, acquire and hold as the consideration for ores, metals or minerals sold or otherwise disposed of, or for goods supplied or for work done by contract or otherwise, shares, debentures, bonds or other securities of or in any other company, the objects of which are restricted as herein aforesaid, and to sell or otherwise dispose of the same.

(h) To enter into any arrangement for sharing profits, union of interests or co-operation with any other persons or company carrying on, or about to carry on, any business or transaction which a Company specially limited under this section is authorised to carry on.

(i) To purchase or otherwise acquire and undertake, all or any of the assets, business property, privileges, contracts, rights, obligations and liabilities of any person or company carrying on any part of the business which a company specially limited under this section is authorized to carry on, or possessed of property suitable for the purposes thereof.

(j) To borrow or raise money for the purposes of the Company but so that the amount so borrowed or raised shall not without the sanction of a general meeting of the Company exceed one-quarter of the amount of the paid-up capital for the time being, and for the purpose of securing such money and interest or for any other purpose to mortgage or charge the undertaking or all or any part of the property of the Company, present, or after acquired, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, promissory notes, bills of exchange, bills of lading, warrants, obligations and other negotiable and transferable instruments; provided however, that the restriction in this subsection contained as to borrowing without the sanction of a general meeting shall not be deemed to be imperative, and shall in no wise limit, control or affect any power of borrowing vested in the Board of Directors of the Company or of the Company under the memorandum of association, or the articles of association, or by by-law of the Company.

(k) To distribute any of the property of the Company among the members in specie.

(l) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with the undertaking of the whole or any part of the property and rights of the Company, with power to accept as the consideration any shares, stocks, or obligations of any company; provided however, that in case of a sale for shares in a company, such shares shall be fully paid up; to do all such things as are incidental or conducive to the attainment of the foregoing objects.

The objects set forth in any sub-clause of this clause shall be in no wise limited or restricted by reference to or inference from the terms of any sub-clause or the name of the Company.

PROVIDED that nothing herein contained shall be deemed to confer upon the Company any power to which the jurisdiction of the Legislature of the Province of Alberta does not extend, and particularly shall not be deemed

to confer the right to issue promissory notes in the nature of bank notes; and all the powers in the said memorandum of association contained shall be exercisable subject to the provisions of the laws in force in Alberta and regulations made thereunder in respect to the matters therein referred to, and especially with reference to the construction and operation of railway, telegraph and telephone lines, the business of insurance and any other business with respect to which special law and regulation may now or may hereafter be put in force.

4. The liability of the members is limited.

5. No liability beyond the amount actually paid upon shares and stock in this Company by the subscribers hereto or holders thereof, shall attach to such subscriber or holder.

6. The shares of the capital stock of the Company shall be issued as non-assessable shares, not subject to further assessment.

7. The capital of the Company is One Million Dollars (\$1,000,000), divided into One Million Shares of One Dollar (\$1.00) each, with power to increase and attach to the shares of the original or any such increased capital, such preferential, preferred or special rights, privileges or conditions as may be determined upon or be in accordance with the regulations of the Company.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our names.

Names, addresses and description of Subscribers.	No. of shares taken by each Subscriber.
George A. Matthews, of Edmonton, Alberta, Student-at-law	one (1) share
Arthur E. Dean, of Edmonton, Alberta, Student-at-law	one (1) share
Alex. A. MacDonald, of Edmonton, Alberta, Student-at-law	one (1) share
Total	Three (3) shares

DATED at the City of Edmonton, in the Province of Alberta, this 22nd. day of May A.D. 1914.

Witness to the above signatures:

(Sgd.) JAMES MALLOCH

(a) The articles of association does not fix the number of shares necessary for qualification as a director.

b) The names, addresses and occupations of the Directors of the Company and the number of shares held or agreed to be taken by each of them respectively are as follows:
Ernest Campbell, Calgary, Al-

berta, Driller	1000 shares
C. Warren Rice, Calgary, Al-	
berta, Broker	1000 shares
J. W. Burbridge, Calgary, Al-	
berta, Contractor	1000 shares
C. T. Holm, Calgary, Alberta,	
Printer	1000 shares
Richard Bate, Calgary, Alberta,	
Solicitor	1000 shares
J. J. MacDonald, Calgary, Al-	
berta, Barrister	1000 shares

None of the shares held by the said Directors are taken otherwise than in their own right as beneficial owners.

(c) The minimum subscription on which the Directors may proceed to commence business has been fixed at Five Hundred (\$500.00) Dollars; and the minimum amount payable on application and allotment is Ten (10) Cents per share.

(d) The number of shares issued or agreed to be issued as fully paid, otherwise than in cash, is Three Hundred and Fifty Thousand (350,000) shares, at par value of One (\$1.00) Dollar each, the consideration being the sale to the Company of the petroleum and natural gas leases hereinafter mentioned covering the lands described, and the promotion of the said Company including disbursements and other expenses.

(e) By agreement dated the 22nd. day of May A.D. 1914 made between Ernest Campbell, Christian T. Holm and J. W. Burbridge, all of Calgary, Alberta, as Vendors of the One Part, and the Company of the other part, the Vendors agreed to sell to the Company, and the Company agreed to purchase from the Vendors the said natural gas and petroleum rights in consideration of the issue by the Company of 175,000 fully paid up shares in the capital of the Company, to the following persons namely:

Ernest Campbell	58,300 shares
Christian T. Holm	58,340 shares
J. W. Burbridge	58,360 shares

(f) Except as stated herein, none of the Directors are interested in the promotion of or in the property acquired by the Company, and except further that C. Warren Rice is given 50,000 fully paid up shares of stock in the Company in consideration of his services rendered as promoter.

(g) The amount payable as commission for procuring or agreeing to procure subscriptions for any shares in the Company is a sum not greater than Twenty-five (25%) Per Cent. of the selling value of said shares of stock.

(h) The estimated amount for preliminary expenses is Fifteen Hundred (1500.00) Dollars.

(i) The amount intended to be reserved from the sale of shares for working capital is the whole amount of the proceeds of the shares offered for sale over and above the preliminary expenses, commissions, and of the number of shares stated to be issued as fully paid up.

(j) The Company has acquired the Petroleum and Natural Gas leases issued by the Government of the Dominion of Canada, to the following lands, namely:

Legal Subdivision Thirteen (13) of Section Thirty-six (36) Township Twenty-three (23). Range Five (5), West of the 5th. Meridian: the North West Quarter of Section Twelve (12), Township Seventeen (17), Range One

NOTICE!

Since the prospectus was filed, the Company has acquired the following properties:

ACRES	SEC.	TWP.	RGE.	MER.
40	6	30	6	W. 5
80	32	26	6	W. 5
40	25	16	4	W. 5
40	20	14	1	W. 5
40	21	14	1	W. 5
40	20	21	27	W. 4



